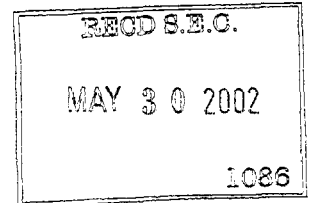


U.S. Securities and Exchange Commission

Washington, D.C. 20549

Form F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND
UNDERTAKING



A. Name of issuer or person filing ("Filer"): **ScanWafer ASA**

B. This is:

☒ an original filing for the Filer

☐ an amended filing for the Filer

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrant: **ScanWafer ASA**

Form type: **Form CB**

Filed by: **ScanWafer ASA**

Date filed (if filed concurrently, so indicate): **May 30, 2002 (concurrently with Form CB)**

D. The Filer is incorporated or organized under the laws of **Norway** and has its principal place of business at:

**Ørnesveien 3
P.O. Box 290
Norsk Hydros Industrial Park
8160 Glomfjord
Norway
Tel: +47 75 71 90 13**

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JUL 02 2002
THOMSON
FINANCIAL

E. The Filer designates and appoints **CT CORPORATION SYSTEM** ("Agent") located at:

111 8th Avenue, 13th Floor, New York, NY 10011 ((212) 894-8940))

as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in

(a) any investigation or administrative proceeding conducted by the Commission; and

(b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns (i) any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form CB on May 30, 2002 or any purchases or sales of any security in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities; (iii) any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filer with the Commission on Schedule 13E-F, 14D-1F or 14D-9F; or (iv) the securities in relation to which the Filer acts as trustee pursuant to an exemption under Rule 10a-5 under the Trust Indenture Act of 1939. The Filer stipulates and agrees that any civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service

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of an administrative subpoena shall be effected by service upon such agent for service of process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made

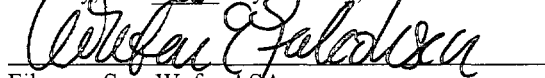
F. Each person filing this Form in connection with:

- (a) the use of Form F-9, F-10, 40-F, or SB-2 or Schedule 13K-4F, 14D-1F or 14D-9F stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed from the date the issuer of the securities to which such Forms and Schedules relate has ceased reporting under the Exchange Act;
- (b) the use of Form F-8 or Form F-80 stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the effective date of the latest date of the latest amendment to such Form F-8 or Form F-80;
- (c) its status as trustee with respect to securities registered on Form F-7, F-8, F-9, F-10, F-80, or SB-2 stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling to accept service on behalf of the Filer at any time during which any of the securities subject to the indenture remain outstanding; and
- (d) the use of Form 1-A or other Commission form for an offering pursuant to Regulation A stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling to accept service on behalf of the Filer at any time until six years have elapsed from the date of the last sale of securities in reliance upon the Regulation A exemption.

Each filer further undertakes to advise the Commission promptly of any change to the Agent's name and address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. Each person filing this Form, other than a trustee filing in accordance with General Instruction I.(e) of this Form, undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the Forms, Schedules and offering statements described in General Instructions I.(a), I.(b), I.(c), I.(d) and I.(f) of this Form, as applicable, the securities to which such Forms, Schedules and offering statements relate; and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned. Thereunto duly authorized, in the City of Oslo, Country of Norway, this 18 day of May, 2002.



Filer: ScanWafer ASA
Name: Viktor E. Jakobsen
Title: Director

This statement has been signed by the following authorized person on behalf of the Agent in the capacities and on the date indicated:

(Signature) _____

(Title) _____

(Date) _____

of an administrative subpoena shall be effected by service upon such agent for service of process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made

F. Each person filing this Form in connection with:

- (a) the use of Form F-9, F-10, 40-F, or SB-2 or Schedule 13K-4F, 14D-1F or 14D-9F stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed from the date the issuer of the securities to which such Forms and Schedules relate has ceased reporting under the Exchange Act;
- (b) the use of Form F-8 or Form F-80 stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the effective date of the latest date of the latest amendment to such Form F-8 or Form F-80;
- (c) its status as trustee with respect to securities registered on Form F-7, F-8, F-9, F-10, F-80, or SB-2 stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling to accept service on behalf of the Filer at any time during which any of the securities subject to the indenture remain outstanding; and
- (d) the use of Form 1-A or other Commission form for an offering pursuant to Regulation A stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling to accept service on behalf of the Filer at any time until six years have elapsed from the date of the last sale of securities in reliance upon the Regulation A exemption.

Each filer further undertakes to advise the Commission promptly of any change to the Agent's name and address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. Each person filing this Form, other than a trustee filing in accordance with General Instruction I.(e) of this Form, undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the Forms, Schedules and offering statements described in General Instructions I.(a), I.(b), I.(c), I.(d) and I.(f) of this Form, as applicable, the securities to which such Forms, Schedules and offering statements relate; and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned. Thereunto duly authorized, in the City of _____, Country of Norway, this ____ day of May, 2002.

Filer: ScanWafer ASA
Name: Viktor E. Jakobsen
Title: Director

This statement has been signed by the following authorized person on behalf of the Agent in the capacities and on the date indicated:

(Signature) Devi M. Gordin

(Title) Customer Specialist

(Date) May 22, 2002

28. May 2002

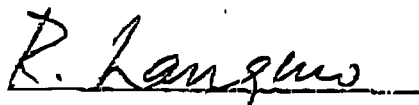
CONFIRMATION OF BOARD RESOLUTION

We hereby confirm that the following Board resolution was made at the Board meeting held 21st May 2002, Høvik, Norway:

Approval of Prospectus for Rights Share Offering; Approval of forms and appointment of process agent in connection with distribution of the Prospectus to U.S. shareholders

The Board approved and signed the latest draft of the prospectus prepared for the Rights Share Offering, and authorised each of Ivar Sigurd Eide and Viktor Jakobsen to make such adjustments and amendments as deemed necessary to finalize the prospectus for distribution.

For purposes of enabling U.S. shareholders to participate in the Rights Share Offering, the Board authorised each of Ivar Sigurd Eide and Viktor Jakobsen to complete and sign on the company's behalf "Form F-X" and "Form CB", to file the forms with the US Securities and Exchange Commission and to take the necessary actions to appoint a process agent for the company in the United States.



Reidar Langmo (Board member)



John Fenger (Board member)

Corporate Centre:
ScanWafer ASA
P.O. Box 280
N-1323 Høvik
NORWAY
Tel: (+47) 67 81 53 70

Plant:
ScanWafer ASA
P. O. Box 290
N-8160 Gloumford
NORWAY
Tel: (+47) 75 71 90 00

Eno. 97 15 92 211